

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

RECORDATION NO. 23596-A FILED

MAY 07 '03 11-26AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of March 17, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement which was previously filed with the Board under Recordation Number 23596.

The names and addresses of the parties to the enclosed document are:

Lessor: Bombardier Capital Rail, Inc.
12735 Gran Bay Parkway West
Suite #1000
Jacksonville, Florida 32258

Lessee: Ash Grove Cement Company
6720 S.W. MacAdam Avenue
Portland, Oregon 97219-2312

Mr. Vernon A. Williams
May 5, 2003
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A description of the railroad equipment covered by the enclosed document is:

20 covered hopper cars within the series NRLX 032012 – NRLX 032721 as more specifically set forth on the exhibit attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of March 17, 2002 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Ash Grove Cement Company**, a Delaware LLC Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351942 dated March 6, 2002 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the thirty (30) 1999 Trinity Built 3280 Cu. Ft. Covered Hopper railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease. *BMG*

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

By: 

Its: 

By: 

Its: Lawrence F. Assell
Vice President & General Manager

LESSEE: Ash Grove Cement Company

By: 

WILLIAM C. JACOBSON

Its: MANAGER MARKETING SERVICES

RECORDATION NO. 23596-1 FILED

MAY 07 '03 11-26AM

SURFACE TRANSPORTATION BOARD

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP NUMBER

1. NRLX032012
2. NRLX032083
3. NRLX032085
4. NRLX032092
5. NRLX032099
6. NRLX032101
7. NRLX032112
8. NRLX032122
9. NRLX032140
10. NRLX032145
11. NRLX032154
12. NRLX032168
13. NRLX032203
14. NRLX032213
15. NRLX032214
16. NRLX032219
17. NRLX032237
18. NRLX032243
19. NRLX032248
20. NRLX032721

OUT OF STATE CLOSING AFFIDAVIT
Part I - LESSEE

STATE OF OREGON

COUNTY OF MULTNOMAH

BEFORE ME, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared WILLIAM C. JACOBSON, who is the MARKETING MANAGER of **Ash Grove Cement Company**, a Delaware corporation ("Lessee"), who by me being first duly sworn, stated:

1. On the date hereof, I executed in Portland, Oregon, the Schedule No. 002 to Per Diem Master Lease Agreement No. 0351942 dated April 7, 2002, between Bombardier Capital Rail Inc. (the "Lessor") and Ash Grove Cement Company (the "Lessee") and all schedules and exhibits attached to or referred to therein (collectively, the "Lease").

2. On the date hereof, I have enclosed the Lease in an overnight mail envelope addressed to 261 Mountain View Drive, Colchester, Vermont 05446 and have deposited such envelope with the appropriate delivery service for overnight delivery.

DATED this 17th day of April, 2002.

William C. Jacobson
Name: **WILLIAM C. JACOBSON**
Its: **MANAGER MARKETING SERVICES**

Sworn to and subscribed before me
this 17 day of April, 2002.

Maureen L. Stone
Notary Public

Print Name: MAUREEN L. Stone

State and County Aforesaid

My Commission Expires: January 16, 2004



OUT OF STATE CLOSING AFFIDAVIT
Part II – LESSOR

STATE OF VERMONT
COUNTY OF CHITTENDEN

BEFORE ME, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Lynn Denton (the "Lessor's Agent") who, being by me first duly sworn, stated:

1. I am an Agent of **Bombardier Capital Rail Inc.** (the "Lessor").

2. On April 18, 2002, I received on behalf of the Lessor in Colchester, Vermont, by overnight delivery from Portland [city], OR [state], the Schedule 002 to Per Diem Master Lease No. 0351942 dated _____, 2002 between the Lessor and Ash Grove Cement (the "Lessee") and all schedules and exhibits attached to or referred to therein, which was fully executed by Lessee.

DATED this 1st day of May, 2002.

Sworn to and subscribed before me
this 1st day of May, 2002.

Lessor's Agent:

Laura L. Harvey

Notary Public

Lynn V. Denton

Title: Agent

Print Name: Laura L. Harvey
State and County Aforesaid
My Commission Expires: 2/10/03

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/6/03



Robert W. Alvord